

**United States Bankruptcy Court**  
**Eastern District of Texas**

In re McKinney Shores Hotel Partners, Inc.

Debtor

Case No. 09-42778Chapter 11

**SUMMARY OF SCHEDULES**

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	3	55,343.00		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	4		11,519,883.12	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		459.45	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	7		13,836,777.49	
G - Executory Contracts and Unexpired Leases	Yes	2			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		20			
Total Assets			55,343.00		
Total Liabilities				25,357,120.06	

In re McKinney Shores Hotel Partners, Inc.Case No. 09-42778Debtor**SCHEDULE A - REAL PROPERTY**

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

**Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
Those certain 12.8277 acres and any improvements thereon located at 1900 Gateway Boulevard, McKinney, Texas 75069		-	Unknown	11,519,883.12

Sub-Total >	0.00	(Total of this page)
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Total >	0.00
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(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

In re McKinney Shores Hotel Partners, Inc.Case No. 09-42778Debtor**SCHEDULE B - PERSONAL PROPERTY**

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

**Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Wells Fargo Checking Account (No. xxxxx5561)	-	5,343.00
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			

Sub-Total > 5,343.00  
(Total of this page)

2 continuation sheets attached to the Schedule of Personal Property

In re McKinney Shores Hotel Partners, Inc.Case No. 09-42778Debtor

## SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.	X			
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		Claims against the City of McKinney, McKinney Economic Development Corp., McKinney Community Development Corp, Thad Helsley and Bill Cox in Civil Action No. 4:09-cv-284, pending with the U.S. District Court, Eastern District of Texas, Sherman Division.	-	50,000.00

Sub-Total > 50,000.00  
(Total of this page)

Sheet 1 of 2 continuation sheets attached  
to the Schedule of Personal Property

In re McKinney Shores Hotel Partners, Inc.Case No. 09-42778

Debtor

## SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total >	0.00
(Total of this page)	
Total >	55,343.00

Sheet 2 of 2 continuation sheets attached  
to the Schedule of Personal Property

(Report also on Summary of Schedules)

In re McKinney Shores Hotel Partners, Inc.Case No. 09-42778Debtor**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN					
Account No.		NOTICE ONLY					
Abernathy Roeder Boyd & Joplin, PC Attention: Ray Murphy 1700 Redbud Boulevard, Suite 300 P.O. Box 1210 McKinney, TX 75070-1210	-	Value \$ 0.00				0.00	0.00
Account No.		Mechanic's and Materialman's Lien  McKinney Construction Project	X	X	X		
Alpha Testing Attention: Jeff Thomas 2209 Wisconsin Street, Suite 100 Dallas, TX 75229	-	Value \$ Unknown				125,120.00	Unknown
Account No.		Mechanic's and Materialman's Lien  McKinney Construction Project	X	X	X		
Barbara, Inc. d/b/a Barbara HDS 5454 LaSierra Drive, Suite 223 Dallas, TX 75231	-	Value \$ Unknown				62,179.41	Unknown
Account No.		NOTICE ONLY					
Canterbury Elder Gooch, et al. Attention: Andrea A. Hight 5005 LBJ Freeway, Suite 1000 Dallas, TX 75244	-	Value \$ 0.00				0.00	0.00
Subtotal (Total of this page)						187,299.41	0.00

3 continuation sheets attached

In re McKinney Shores Hotel Partners, Inc.Case No. 09-42778

Debtor

## SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R R	Husband, Wife, Joint, or Community H W J C	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.			Mechanic's and Materialman's Lien					
Dywidag-Systems International USA Attention: Alesia Haynes 320 Marmon Drive Bolingbrook, IL 60440		-	McKinney Construction Project	X	X	X		
			Value \$ Unknown				87,806.72	Unknown
Account No.			Mechanic's and Materialman's Lien					
HC Beck, Ltd. 1807 Ross Avenue, Suite 500 Dallas, TX 75201		-	McKinney Construction Project	X	X	X		
			Value \$ Unknown				8,273,674.91	Unknown
Account No.			NOTICE ONLY					
Martin Mason Stutz LLP Attention: Peter T. Martin 3811 Turtle Creek Boulevard, Suite 1620 Dallas, TX 75219-4529		-						
			Value \$ 0.00				0.00	0.00
Account No.			NOTICE ONLY					
Matthews, Stein, Shiels, et al. Attention: Thomas A. Shiels 8131 LBJ Freeway, Suite 700 Dallas, TX 75251		-						
			Value \$ 0.00				0.00	0.00
Account No.			Contract					
McKinney Community Development Corp. 321 N. Central Expressway, Suite 240 McKinney, TX 75069		-		X	X	X		
			Value \$ 0.00				Unknown	Unknown
Subtotal (Total of this page)							8,361,481.63	0.00

Sheet 1 of 3 continuation sheets attached to  
Schedule of Creditors Holding Secured Claims

In re McKinney Shores Hotel Partners, Inc.Case No. 09-42778

Debtor

## SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R R	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		H W J C						
Account No.			Mechanic's and Materialman's Lien					
Mustang Electric Supply, L.L.C. Attention: Vivian Hunker 1000-A Lake Ridge Road Lewisville, TX 75056		-	McKinney Construction Project	X	X	X		
			Value \$ Unknown				88,377.29	Unknown
Account No.			Contract					
PDPM Management Group, Inc. 2401 N. Palm Drive Signal Hill, CA 90755		-		X	X	X		
			Value \$ 0.00				272,771.06	Unknown
Account No.			Mechanic's and Materialman's Lien					
Prism Electric, Inc. Attention: Ms. Kim Combs 2916 National Drive Garland, TX 75041		-	McKinney Construction Project	X	X	X		
			Value \$ Unknown				1,137,494.80	Unknown
Account No.			Mechanic's and Materialman's Lien					
Rodman, LLC P.O. Box 957 Frisco, TX 75034		-	McKinney Construction Project	X	X	X		
			Value \$ Unknown				974,188.70	Unknown
Account No.			Mechanic's and Materialman's Lien					
TD Industries, Inc. Attention: Sylvia Stephens 13850 Diplomat Drive P.O. Box 819060 Dallas, TX 75381-9060		-	McKinney Construction Project	X	X	X		
			Value \$ Unknown				389,518.64	Unknown
Subtotal (Total of this page)							2,862,350.49	0.00

Sheet 2 of 3 continuation sheets attached to  
Schedule of Creditors Holding Secured Claims



In re McKinney Shores Hotel Partners, Inc.Case No. 09-42778

Debtor

## SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.			Mechanic's and Materialman's Lien					
Three Architecture, Inc. Attention: Dan Hammons 4040 N. Central Expressway, Suite 200 Dallas, TX 75204		-	McKinney Construction Project	X	X	X		
			Value \$ Unknown				37,561.78	Unknown
Account No.			Mechanic's and Materialman's Lien					
TXI Operations, LP Attention: Kevin Brashear 1341 W. Mockingbird Lane Dallas, TX 75247		-	McKinney Construction Project	X	X	X		
			Value \$ Unknown				71,189.81	Unknown
Account No.			NOTICE ONLY					
Wear Law Offices Attention: Charles E. Wear, Jr. 1811 W. Park Row Arlington, TX 76013		-						
			Value \$ 0.00				0.00	0.00
Account No.								
			Value \$					
Account No.								
			Value \$					
Subtotal (Total of this page)							108,751.59	0.00
Total (Report on Summary of Schedules)							11,519,883.12	0.00

Sheet 3 of 3 continuation sheets attached to  
Schedule of Creditors Holding Secured Claims

In re McKinney Shores Hotel Partners, Inc.Case No. 09-42778Debtor**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

**TYPES OF PRIORITY CLAIMS** (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)☐ **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,950\* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,400\* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,425\* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☒ **Taxes and certain other debts owed to governmental units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to maintain the capital of an insured depository institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for death or personal injury while debtor was intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

\* Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re McKinney Shores Hotel Partners, Inc.Case No. 09-42778

Debtor

# **SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS** (Continuation Sheet)

Taxes and Certain Other Debts  
Owed to Governmental Units

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.			Property Taxes					
Tax Assessor/Collector for Collin County Attention: Kenneth L. Maun P.O. Box 8046 McKinney, TX 75070-8046		-					459.45	Unknown
Account No.								
Account No.								
Account No.								
Account No.								
Account No.								
Subtotal								0.00
(Total of this page)							459.45	0.00
Total								0.00
(Report on Summary of Schedules)							459.45	0.00

Sheet 1 of 1 continuation sheets attached to  
Schedule of Creditors Holding Unsecured Priority Claims

In re McKinney Shores Hotel Partners, Inc.Case No. 09-42778Debtor**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		Husband, Wife, Joint, or Community					
Account No.  2cdesign, Inc. 3303 Lee Parkway, 5th Floor Dallas, TX 75219		-	Contract				8,609.00
Account No.  American Arbitration Association 1633 Broadway, 10th Floor New York, NY 10019		-	Arbitration Fees				1,890.00
Account No.  Arrowhead Rebar, L.P. Attention: Ms. Nadra Hackney 4700 Singleton Boulevard Dallas, TX 75212		-	McKinney Construction Project	X	X	X	352,206.76
Account No.  Calhar Construction, Inc. 2138 Calhar Drive Melissa, TX 75454		-	McKinney Construction Project	X	X	X	203,879.89
Subtotal (Total of this page)							566,585.65

6 continuation sheets attached

In re McKinney Shores Hotel Partners, Inc.Case No. 09-42778

Debtor

# **SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS** (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B I T O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			McKinney Construction Project				
Capform, Inc. Attention: Jim Renaud 1455 Halsey Way P.O. Box 111130 Carrollton, TX 75011-1130		-		X	X	X	1,383,743.39
Account No.			McKinney Construction Project				
Contech Construction Products, Inc. Attention: Bernie Cowan 9025 Centre Pointe Drive West Chester, OH 45069		-		X	X	X	315,409.67
Account No.			McKinney Construction Project				
Crawford Electric Supply Company, Inc. Attention: Dickey L. Johnson 10444 N. Stemmons Freeway Dallas, TX 75220		-		X	X	X	72,699.31
Account No.			Contract				
Development Management Group 5054 Dorsey Hall Drive, Suite 204 Ellicott City, MD 21042		-		X	X	X	Unknown
Account No.			Contract				
Forrest Perkins, LLC Attention: Tim Terry 2651 Harwood, Suite 300 Dallas, TX 75201		-					162,693.88
Subtotal (Total of this page)							1,934,546.25

Sheet no. 1 of 6 sheets attached to Schedule of  
Creditors Holding Unsecured Nonpriority Claims

In re McKinney Shores Hotel Partners, Inc.Case No. 09-42778

Debtor

# **SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS** (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B I T O R	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C					
Account No.			McKinney Construction Project				
Gabriel Steel, LLC Attention: Gabriel Cruz 2646 Sharon Street Dallas, TX 75211	-			X	X	X	57,706.05
Account No.			Development fee				
GMS Trust Attention: Gary Safady Suite 406 9663 Santa Monica Boulevard Beverly Hills, CA 90210	-						1,373,849.00
Account No.			Employee Contract				
Holt Dunlop 1951 Fox Hills Drive Los Angeles, CA 90025	-			X	X	X	Unknown
Account No.			Contract				
HVS International Attention: Amanda L. Repert 2601 Sagebrush Drive, Suite 101 Flower Mound, TX 75028	-			X	X	X	Unknown
Account No.			NOTICE ONLY				
Kelly M. Davis & Associates Attention: Katie H. Manchaca 550 Edmonds Lane, Suite 201 Lewisville, TX 75067	-						0.00
Subtotal (Total of this page)							1,431,555.05

Sheet no. 2 of 6 sheets attached to Schedule of  
Creditors Holding Unsecured Nonpriority Claims

In re McKinney Shores Hotel Partners, Inc.Case No. 09-42778

Debtor

# **SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS** (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community  DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			Contract				
Kimley-Horn and Associates Attention: David K. Kochalka 5750 Genesis Court, Suite 200 Frisco, TX 75034		-		X	X	X	Unknown
Account No.			McKinney Construction Project				
Lattimore Materials Company, L.P. Attention: Ms. Carol Richardson P.O. Box 556 McKinney, TX 75070-0556		-		X	X	X	420,605.55
Account No.			McKinney Construction Project				
Lightning Protection Bonded Systems, Ltd. Attention: Maran Wiebe 122 Leesley Lane Argyle, TX 76226		-		X	X	X	4,179.60
Account No.			Legal Fees				
Locke Lord Bissell & Liddell LLP Attention: J. Clint Schumacher 2200 Ross Avenue, Suite 2200 Dallas, TX 75201		-		X	X	X	Unknown
Account No.			Contract				
Mason Retail Group 1720 Lancaster Street Baltimore, MD 21231		-		X	X	X	Unknown
Sheet no. <u>3</u> of <u>6</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	424,785.15

In re McKinney Shores Hotel Partners, Inc.Case No. 09-42778

Debtor

# **SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS** (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community  DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.  MBH Architects Attention: Greg Simonoff 1300 Dover Street, Suite 100 Newport Beach, CA 92660		-	Contract	X	X	X	Unknown
Account No.  McKinney Community Development Corp. 321 N. Central Expressway, Suite 240 McKinney, TX 75069		-	Development and Incentive Agreement	X	X	X	Unknown
Account No.  Mesa Design Associates, Inc. 1807 Ross Avenue, Suite 333 Dallas, TX 75201		-	Contract				47,802.26
Account No.  O&S Holdings, LLC Suite 406 9663 Santa Monica Boulevard Beverly Hills, CA 90210		-	Loan				9,322,128.39
Account No.  Reynolds Asphalt & Construction 12650 Calloway Cemetery Road P.O. Box 370 Euless, TX 76039		-	McKinney Construction Project	X	X	X	77,537.70
Sheet no. <u>4</u> of <u>6</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			9,447,468.35	



In re McKinney Shores Hotel Partners, Inc.Case No. 09-42778

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Contract				Unknown
South Forks Trinity River Mitigation Group 1, Ltd. Attention: J.M. Powers 1150 Highway 205 South Rockwall, TX 75032		-			X		
Account No.			McKinney Construction Project				5,125.18
Southwest Construction Services 11430 Newkirk Drive Dallas, TX 75229		-		X	X	X	
Account No.			Contract				250.00
Studio Three 3421 Tripp Court San Diego, CA 92121		-					
Account No.			Contract				Unknown
The Greeby Companies, Inc. 611 Rockland Road, Suite 106 Lake Bluff, IL 60044-2000		-			X		
Account No.			Vendor Contract				26,137.86
The Stroud Group 9130 Red Branch Road, Suite 5 Columbia, MD 21045		-					
Subtotal (Total of this page)							31,513.04

Sheet no. 5 of 6 sheets attached to Schedule of  
Creditors Holding Unsecured Nonpriority Claims

In re McKinney Shores Hotel Partners, Inc.Case No. 09-42778

Debtor

# **SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS** (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Westin Hotel Management, L.P. c/o Starwood Motels & Resorts Worldwide, Inc. 1111 Westchester Avenue White Plains, NY 10604		-	X	X	X	Unknown
Account No.						
Wylie Drilling & Drainage, Inc. Attention: Samantha Hurst P.O. Box 814 Farmersville, TX 75442		-	X	X	X	324.00
Account No.						
Account No.						
Account No.						

Sheet no. 6 of 6 sheets attached to Schedule of  
Creditors Holding Unsecured Nonpriority Claims

Subtotal  
(Total of this page)

324.00

Total  
(Report on Summary of Schedules)

13,836,777.49

In re McKinney Shores Hotel Partners, Inc.Case No. 09-42778Debtor**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
2cdesign, Inc. 3303 Lee Parkway, 5th Floor Dallas, TX 75219	Exterior Design Consultant Contract
Alpha Testing, Inc. Attention: Jeff Thomas 2209 Wisconsin Street, Suite 100 Dallas, TX 75229	Geotechnical Engineering, Construction Materials Engineering & Testing, Environmental Consulting Contract
Barbara, Inc. d/b/a Barbara HDS 5454 LaSierra Drive, Suite 223 Dallas, TX 75231	Development Management Consultant Contract
Forrest Perkins, LLC Attention: Tim Terry 2651 Harwood, Suite 300 Dallas, TX 75201	Consultant Services Contract
HC Beck, Ltd. 1807 Ross Avenue, Suite 500 Dallas, TX 75201-8006	Construction Management Contract
Holt Dunlop 1951 Fox Hills Drive Los Angeles, CA 90025	Employee Contract
HVS International Div of DFW Hospitality Consulting LLC Attention: Amanda L. Repert 2601 Sagebrush Drive, Suite 101 Flower Mound, TX 75028	Hospitality Consulting Services Contract
Kimley-Horn and Associates, Inc. Attention: David K. Kochalka 9300 Wade Boulevard, Suite 320 Frisco, TX 75035	Consultant Services Contract
Mason Retail Group 1720 Lancaster Street Baltimore, MD 21231	Contractor Contract
MBH Architects Attention: Greg Simonoff 1300 Dover Street, Suite 100 Newport Beach, CA 92660	Contract for consultant services with O&S Holdings, LLC

In re McKinney Shores Hotel Partners, Inc.

Case No. 09-42778

Debtor

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**  
(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
McKinney Community Development Corp. 321 N. Central Expressway, Suite 240 McKinney, TX 75069	Development and Incentive Agreement
Mesa Design Associates, Inc. 1807 Ross Avenue, Suite 333 Dallas, TX 75201	Landscape Architect Contract
PDPM Management Group, Inc. 2401 N. Palm Drive Signal Hill, CA 90755	Construction Management Contract
The Greeby Companies, Inc. 611 Rockland Road, Suite 106 Lake Bluff, IL 60044-2000	Owner's Representative Services Contract
Three Architecture, Inc. Attention: Dan Hammons 4040 N. Central Expressway, Suite 200 Dallas, TX 75204	Design/Construction Contract
Westin Hotel Management, L.P. c/o Starwood Motels & Resorts Worldwide, Inc. 1111 Westchester Avenue White Plains, NY 10604	Hotel License Agreement

In re McKinney Shores Hotel Partners, Inc.Case No. 09-42778Debtor**SCHEDULE H - CODEBTORS**

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
McKinney Shores Partners, L.P. 1904 Gateway Boulevard McKinney, TX 75069	Kimley-Horn & Associates Attention: David K. Kochalka 9300 Wade Boulevard, Suite 320 Frisco, TX 75035
McKinney Shores, LLC 1904 Gateway Boulevard McKinney, TX 75069	HVS International Div of DFW Hospitality Consulting LLC Attention: Amanda L. Repert 2601 Sagebrush Drive, Suite 101 Flower Mound, TX 75028
O&S Holdings, LLC Suite 406 9663 Santa Monica Boulevard Beverly Hills, CA 90210	Holt Dunlap 1951 Fox Hills Drive Los Angeles, CA 90025

**United States Bankruptcy Court  
Eastern District of Texas**

In re McKinney Shores Hotel Partners, Inc.

Debtor(s)

Case No. 09-42778

Chapter 11

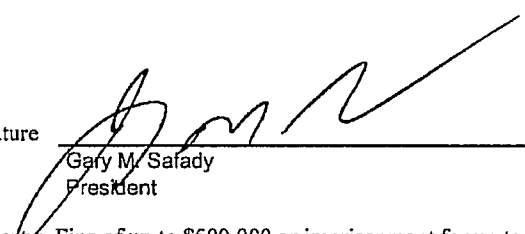
**DECLARATION CONCERNING DEBTOR'S SCHEDULES**

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, the President of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 22 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date September 15, 2009

Signature

  
\_\_\_\_\_  
Gary M. Safady  
President

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court  
Eastern District of Texas**

In re McKinney Shores Hotel Partners, Inc.

Debtor

Case No. 09-42778

Chapter 11

**LIST OF EQUITY SECURITY HOLDERS**

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

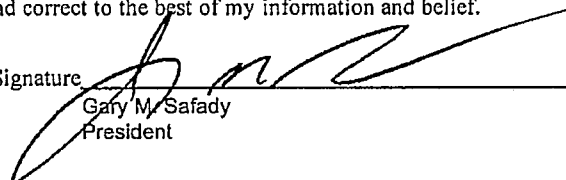
Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Christopher D. Shane 9663 Santa Monica Boulevard, Suite 406 Beverly Hills, CA 90210	Corporation	5 percent	Stock
GMS Trust U/D/T c/o Gary M. Safady, Trustee 9663 Santa Monica Boulevard, Suite 406 Beverly Hills, CA 90210	Corporation	47.5 percent (approx.)	Stock
Orfalea Family Living Trust c/o Paul J. Orfalea and Natalie Fleet Orfalea, Trustees 2151 Alessandro Drive, Suite 145 Ventura, CA 93001	Corporation	47.5 percent (approx.)	Stock

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date September 15, 2009

Signature

  
Gary M. Safady  
President

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C §§ 152 and 3571.

0 continuation sheets attached to List of Equity Security Holders